

RECORDATION NO. 25656-A FILED

FEB 22 '07 -1 4 5 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

February 22, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of February 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25656.

The names and addresses of the parties to the enclosed document are:

Assignor: Compass Rail IV Corporation  
750 Battery Street Suite 430  
San Francisco, CA 94111

Assignee: Compass Rail VI Corporation  
750 Battery Street, Suite 430  
San Francisco, CA 94111

Mr. Vernon A. Williams  
February 22, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

5 tank cars: CMPX 153001 - CMPX 153005 (formerly TGOX 100001 – TGOX 100005).

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

FEB 22 '07

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MEMORANDUM OF ASSIGNMENT LEASE

As of February 20, 2007

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ASSIGNMENT is intended to evidence the assignment by COMPASS RAIL IV CORPORATION, a California corporation ("Assignor"), to and assumption by COMPASS RAIL VI CORPORATION, a California corporation ("Assignee"), of the lease of railroad equipment specified on Schedule 1 hereto (the "Lease") covering the cars specified on Schedule 1 hereto (the "Cars"). The Cars are leased to the lessee specified on Schedule 1 hereto (the "Lessee"). The assignment and assumption is effective as of the date specified above.

This Memorandum of Lease Assignment is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

ASSIGNOR:

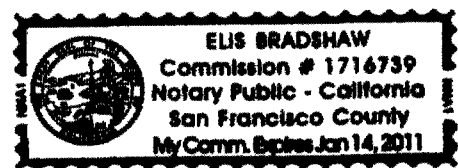
Compass Rail IV Corporation

By: Ben J. Assaf  
 Title: Executive Vice President  
 Dated: 2-20-07

State of California )  
 County of San Francisco )

On this 20 day of February, 2007, before me personally appeared Ben Assaf, to me personally known, who being by me duly sworn says that such person is Exec. Vice Pres. of Compass Rail IV Corporation, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elis Bradshaw  
 Notary Public  
 My commission expires Jan. 14, 2011

ASSIGNEE:

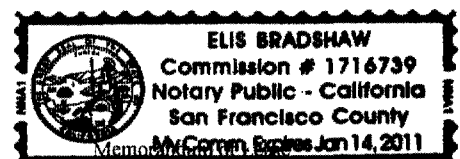
Compass Rail VI Corporation

By: Stephen C. Bieneman  
 Title: President  
 Dated: 2-20-07

State of California )  
 County of San Francisco )

On this 20 day of February, 2007, before me personally appeared Stephen Bieneman to me personally known, who being by me duly sworn says that such person is President of Compass Rail IV Corporation, that execution of the foregoing Memorandum of Lease Assignment has been duly authorized, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elis Bradshaw  
 Notary Public  
 My commission expires Jan. 14, 2011



SCHEDULE 1  
to Memorandum of Lease Assignment:

Railcars Subject to this Schedule:

Five (5) Tank Cars with car marks:

CMPX 153001

CMPX 153002

CMPX 153003

CMPX 153004

CMPX 153005

Initial Lessee of the Cars:  
dba

Jungbunzlauer Technology GMBH & Co KG

Jungbunzlauer Canada

Lease Dated:

June 10, 2005